

LAW OFFICES OF  
**LOUIS E. GITOMER**

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

December 3, 2007

THE ADAMS - BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 27250 FILED

DEC. 03 '07 -12:15 PM

Dear Secretary Williams:

SURFACE TRANSPORTATION BOARD

I have enclosed for efiling the document described below, to be recorded pursuant to 49 U.S.C. §11301.

The document is a Memorandum of Rail Equipment Lease Agreement, a primary document, dated as of November 26, 2007. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Rail Equipment Lease Agreement are:

Lessor:

SunTrust Leasing Corporation  
300 East Joppa Road, 7<sup>th</sup> Floor  
Hampton Plaza  
Towson, MD 21286

Lessee:

TXI Operations, LP  
1341 W Mockingbird Lane  
Dallas TX 75247

A description of the equipment covered by the Memorandum of Rail Equipment Lease Agreement consists of 65 rail cars numbered SRFX 1000-1064, inclusive.

A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204

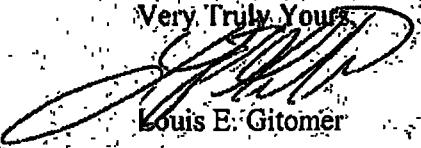
Honorable Vernon A. Williams

December 3, 2007

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A short summary of the document to appear in the index follows: a Memorandum of Rail Equipment Lease Agreement between SunTrust Leasing Corporation, 300 East Joppa Road, 7<sup>th</sup> Floor, Hampton Plaza, Towson, MD 21286, and TXI Operations, LP, 1341 W Mockingbird Lane, Dallas TX 75247, covering 65 rail cars numbered SRFX 1000-1064, inclusive.

Very Truly Yours



Louis E. Gitomer

Enclosure

RECORDATION NO.

27250

FILED

DEC 03 2007

-12 15 PM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT**

dated as of November 26, 2007

between

**SUNTRUST LEASING CORPORATION,**  
as Lessor

and

**TXI OPERATIONS, LP,**  
as Lessee,

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**MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT**

THIS MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT is made and entered into as of November 26, 2007, by and between SUNTRUST LEASING CORPORATION, as Lessor; and TXI OPERATIONS, LP, as Lessee, with reference to the following:

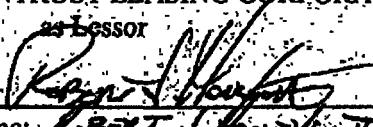
1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.
2. The Rail Equipment Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. This Memorandum of Rail Equipment Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Rail Equipment Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum  
of Rail Equipment Lease Agreement to be executed as of the date first above written:

SUNTRUST LEASING CORPORATION,

as Lessor

By:   
Name: Robert J. Moore, Jr.  
Title:

TXI OPERATIONS, LP,

as Lessee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

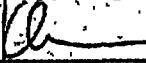
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum  
of Rail Equipment Lease Agreement to be executed as of the date first above written.

SUNTRUST LEASING CORPORATION,  
as Lessor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TXI OPERATIONS, LP,  
as Lessee

By: TXI Operating Trust, its general partner

By:   
Name: Kenneth R. Allen  
Title: VP and Treasurer

STATE OF MARYLAND )  
COUNTY OF BALTIMORE ) ss.

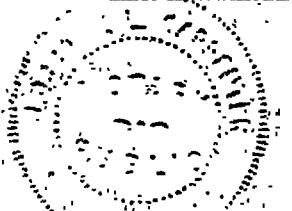
On this 16<sup>th</sup> day of November 2007, before me, \_\_\_\_\_, the undersigned Notary Public, personally appeared ROBERT J. HAGEMAN personally known to me to be the person who executed the within instrument as VICE PRESIDENT on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Diane Carpenter  
Notary Public

My commission expires:

6/1/08



STATE OF TEXAS

)  
ss.

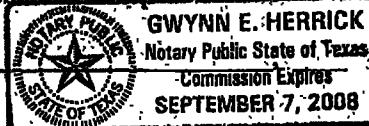
CITY OF DALLAS

On this 16 day of November 2007, before me, Gwynn E. Herrick, the undersigned Notary Public, personally appeared KENNETH R. ALLEN personally known to me to be the person who executed the within instrument as VP and TREASURER on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Gwynn E. Herrick  
Notary Public

My commission expires:



**EXHIBIT NO. 1**  
**TO MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

Sixty-five (65) rail cars numbered SRFX 1000-1064, inclusive.